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PF Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8221)

PROPOSED CHANGE OF COMPANY NAME AND PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

PROPOSED CHANGE OF COMPANY NAME

The board of directors (the “**Board**”) of PF Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “PF Group Holdings Limited” to “Gaoyu Finance Group Limited”, and to adopt the Chinese name 「高裕金融集團有限公司」 as the dual foreign name of the Company (the “**Proposed Change of Company Name**”).

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming extraordinary general meeting of the Company (the “**EGM**”) to approve the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands (the “**Registrar**”) issuing a certificate of incorporation on change of name.

The relevant filing with the Registrar will be made after the passing the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar enters the new English name and new dual foreign name in Chinese of the Company on the register maintained by the Registrar in place of the current name, and issue a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates in issue bearing the existing name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of legal title to the shares of the Company (the “**Share**”) and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates for new certificates bearing the new name of the Company.

Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new name(s) of the Company. In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed upon the Proposed Change of Company Name becomes effective.

Reasons for the Proposed Change of Company Name

The Group targets to develop as a diversified investment and financing services platform, linking up traditional with new generation financial products and services in the new era of virtual assets for the market. The Board considers that the Proposed Change of Company Name will better reflect the current direction of the Group and could more directly reflect the diversified areas of future business development of the Group. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company’s future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the Proposed Change of Company Name, the Board also proposes to amend the existing amended and restated memorandum and the existing amended and restated articles of association of the Company to reflect the Proposed Change of Company Name (“**Proposed Amendments**”), and the adoption of the new amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments (“**Amended and Restated Memorandum and Articles of Association**”).

The Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM and the aforesaid amendments shall become effective when the Proposed Change of Company Name takes effect.

GENERAL

The Proposed Change of Company Name and the adoption of the Amended and Restated Memorandum and Articles of Association are subject to, inter alia, the approval by the Shareholders by way of special resolutions at the EGM. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the special resolutions for approving the Proposed Change of Company Name and the adoption of the Amended and Restated Memorandum and Articles of Association.

A circular containing, among other things, details of the Proposed Change of Company Name and the adoption of the Amended and Restated Memorandum and Articles of Association, together with a notice convening the EGM and the related form of proxy, will be despatched to the Shareholders in due course.

Further announcement (s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name, the adoption of the Amended and Restated Memorandum and Articles of Association, the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange and the new website address of the Company as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on 29 June 2023 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
PF Group Holdings Limited
Fok Yuk Tong
Chairman and Executive Director

Hong Kong, 1 November 2023

As at the date of this announcement, the Board comprises seven Directors, namely Mr. Fok Yuk Tong (Chairman), Ms. Hsieh Ching Chun, Ms. Fok Kit Yee and Mr. Lee Ho Leung William as executive Directors; and Ms. Chan Hoi Wuen Katherine, Mr. Tong Wing Chi and Mr. Kwan Tsz Chun Sun as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its posting and be posted on the website of the Company at www.pfs.com.hk.